

USDC SCAN INDEX SHEET



STEPHEN W BONEY INC

BONEY SERVICES INC

RYC 1/6/98 9:11

3:95-CV-00491

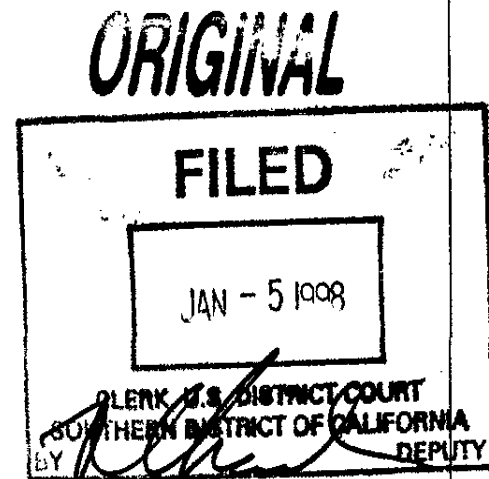
90

DECL.

ARTER & HADDEN
 DENNIS MCATEER - STATE BAR NO. 57735
 TERRY J. MOLLIKA - STATE BAR NO. 139816
 201 California Street, 14th Floor
 San Francisco, CA 94111

HENRY G. KOHLMANN - STATE BAR NO. 61757
 Jamboree Center
 Five Park Plaza, Suite 1000
 Irvine, California 92614-8528
 Telephone: (714) 252-7500
 Facsimile: (714) 833-9604

Attorneys For Plaintiff
 Stephen W. Boney, Inc.



UNITED STATES DISTRICT COURT
 SOUTHERN DISTRICT OF CALIFORNIA

Stephen W. Boney, Inc.,

Plaintiff,

v.

Boney's Services, Inc.,

Defendant.

Case No. ~~98-225~~

DECLARATION OF STEPHEN W. BONEY
 IN SUPPORT OF MOTION FOR PARTIAL
 SUMMARY JUDGMENT

HEARING:

Date: February 2, 1998

Time: 10:30 a.m.

Dept.: 3

Judge: William B. Enright

I, STEPHEN W. BONEY, declare as follows:

1. I am President of Stephen W. Boney, Inc., plaintiff in this action. I make this declaration upon facts within my personal knowledge and if called upon to do so, I could and would competently testify thereto.

2. I am informed and believe that defendant Boney's Services, Inc. ("BSI"), which was not formed until sometime in 1988, claims priority of use of trademarks and service marks. I am also informed and believe that BSI's claimed trademark and service mark rights were purportedly acquired through its 1988 merger with Boney's Services, Ltd. ("Boney's Services"),

1 a California partnership. Allegedly, Boney's Services acquired the trademark and service mark
2 rights from Boney & Boney, Inc. ("B&B"), a corporation which I am informed was dissolved in
3 1988. This declaration is intended to detail the prior use of the trade and service marks by
4 plaintiff and its predecessors.

5 3. I opened my first store under the trade name "Boney's Marketplace" in Pacific
6 Beach on November 1, 1985, which I operated through a partnership ("the Pacific Beach
7 store"). On July 26, 1986, I opened a store in Escondido using the same trade name, which I
8 operated as a sole proprietorship ("the Escondido store"). On or about October 17, 1986, the
9 Escondido Store was incorporated as Stephen W. Boney, Inc. ("SWB"). SWB is a California
10 corporation currently in good standing in the state of California.

11 4. SWB opened a "Boney's Marketplace" store in Denver, Colorado in 1989 and
12 shipped in interstate commerce the same goods sold in the Escondido store which bore the
13 Boney's Marketplace trademark. SWB also has engaged in limited interstate mail order sales
14 advertising the Boney's Marketplace goods for shipment in interstate commerce direct to end
15 user customers. Some goods were sold directly to customers through such mail-order sales, in
16 other states.

17 5. SWB's stores were at all times independent of and from BSI and all of its claimed
18 predecessors, including Boney's Services and B&B. At all times herein mentioned, I and my
19 partners had full and complete control of the operations of the Pacific Beach store and made all
20 determinations of what products the store would carry and how such products would be
21 advertised and displayed. At all times herein mention, SWB had full and complete control of
22 the operations of the Escondido and Denver stores and made all determinations of what
23 products the store would carry and how such products would be advertised and displayed.

24 6. SWB has always had sole discretion as to the source from which it purchased
25 products and controlled the quality thereof for its stores. SWB purchased from the supplier
26 who provided the best price and the best quality. SWB purchased vitamins primarily from
27 Vitamere. SWB also purchased vitamins from Randal as a secondary source. These suppliers
28 provided private labels for the vitamins at the request of SWB which utilized the mark "Boney's

1 Marketplace." I had used these suppliers when I owned and operated a stores which utilized
2 the trade name "Windmill Farms" and continued with them when I opened the Boney's
3 Marketplace stores, as has SWB. I sold the "Windmill Farms" stores to my brothers which later
4 became "Boney's Marketplace" stores.

5 7. SWB used the trademark "Boney's Marketplace" as a trademark on goods it sold
6 since 1986 and was solely responsible for determining to which products it would affix the
7 trademark "Boney's Marketplace" (the "Trademark") and for selecting manufacturers or
8 suppliers for such goods.

9 8. SWB has also used the trademark "Boney's Marketplace" since 1986 on the
10 following goods: eggs, cheese, packaged nuts and dried fruit which it purchases from its
11 suppliers

12 9. Attached to this declaration as Exhibits 1 through 37, are the various labels
13 illustrating the use of the trademark "Boney's Marketplace" on various goods. The marks
14 shown on these labels have been used continuously since 1986 on such goods in substantially
15 the same form as is currently used.

16 10. The goods upon which the trademark "Boney's Marketplace" is used includes
17 specialty breads using recipes which were keep secret from all employees and suppliers except
18 those who needed to handle or use the recipes and then only with the understanding that they
19 were not to be provided to anyone else. The trademark "Boney's Marketplace" mark was used
20 on such breads since 1986. These breads are very popular with customers because they do
21 not contain the flour contained in normal breads which cause allergic reactions in some
22 persons. The use of the trademark "Boney's Marketplace" on these specialty bread items
23 caused customers to associate such items with SWB. Subsequent to SWB's initial use it
24 permitted a Boney's Marketplace store owned or operated by Defendant to make such breads
25 and sell the same under the Boney's Marketplace trademark. SWB maintained quality by
26 training Defendant's bakers in the proper use and application of the trade secret recipes in
27 order to ensure such quality.

28 11. In his letter of November 8, 1989, my brother Stanley Boney acknowledged that

1 these recipes are SWB trade secrets. A true and correct copy of said letter is attached hereto as
2 Exhibit 38 and incorporated herein by this reference.

3 12. In 1989 I disclosed the recipes to Stanley Boney under the condition that they not
4 be disclosed to others and could be used only at Stanley Boney's Hillcrest store in San Diego.
5 Stanley Boney agreed to hold said recipes in confidence and not to disclose them.

6 13. Stanley Boney breached my trust and his own contractual duty by disclosing the
7 recipes to BSI and using them for the benefit of BSI. Boney further breached his duty of
8 confidentiality by, inter alia, disclosing the recipes to third-party bakers of products distributed
9 by BSI to other stores. Despite BSI's knowledge of Stan Boney's duty to maintain the secrecy of
10 the recipes, BSI nonetheless used those recipes for its own benefit. Further, BSI has added flour
11 to at least some of these recipes, in derogation of the quality-control standard placed on the use
12 of the trademark by SWB.

13 14. I also sold other private labeled items using the Boney's Marketplace mark in the
14 Escondido Store. SWB continues this practice. Since 1986 these included Vitamins and bread
15 items for which labels were printed at a local vendor in Escondido. The Escondido store also
16 has the capability of printing and applying its private labels for other goods on such items on
17 an as needed basis and does so regularly.

18 15. In the past at least one law suit was brought in connection with vitamins sold using
19 the Boney's Marketplace trademark. SWB and Showendanco, the original manufacturer of the
20 vitamins, were sued as co-defendants in the above mentioned action. In that action, SWB and
21 Showendanco defended the use and selection of the vitamins sued under the Boney's
22 Marketplace mark. Neither B&B, Boney's Services, or BSI defended or offer to defend SWB in
23 connection with such law suit and to the best of my knowledge did not defend or offer to
24 defend any other store at any time with regard to such trademarked goods.

25 16. Neither B&B, Inc., Boney's Services, Ltd., nor BSI ever inspected any of my stores
26 for quality control.

27 17. Neither B&B, Inc., Boney's Services, Ltd, nor BSI question or attempt to control any
28 purchases made by SWB, sales of product by SWB, local advertising by SWB.

1 18. Neither B&B, Inc., Boney's Services, Ltd, nor BSI ever attempted to approve or
2 disapprove, any action taken by SWB with regard to operations or appearance of the Escondido
3 store.

4 19. Neither B&B, Inc., Boney's Services, Ltd, nor BSI ever set or described standards of
5 products or services.

6 20. Neither B&B, Inc., Boney's Services, Ltd, nor BSI have ever had the right to require
7 that SWB purchase from any specific or designated source.

8 21. Neither B&B, Inc., Boney's Services, Ltd, nor BSI have ever sold SWB any of its
9 supplies or equipment.

10 22. Neither B&B, Inc., Boney's Services, Ltd, nor BSI have ever required that SWB
11 purchase supplies or equipment from them.

12 23. SWB paid no royalties to B&B, Inc., Boney's Services, Ltd, or BSI regarding any
13 alleged license of any trademark or service mark including specifically the term "Boney's
14 Marketplace.". However, since the other Boney's Marketplace stores had ceased advertising in
15 the San Diego Union Tribune, I provided advertising services by advertising "Boney's
16 Marketplace" trademarked goods in the Union Tribune prior to entering into a 1986
17 Cooperative Advertising Agreement and had been selecting and determining all local
18 advertising for goods sold at the Escondido "Boney's Marketplace" store and continue to do so
19 at the present time.

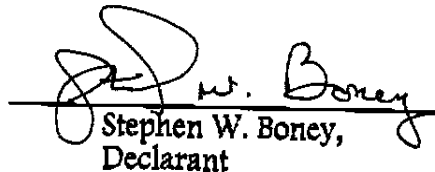
20 24. On or about May 1, 1997, all of the other independent "Boney's Marketplace"
21 stores including those owned by Defendant, abandoned the trade name "Boney's Marketplace"
22 in favor of SWB and adopted a new name "Henry's." I visited some of these stores after the
23 change of trade name and I could find no goods which bore the trademark "Boney's
24 Marketplace." Instead all products bore the trademark "Henry's." I am informed and believe
25 that "Henry's" sells bread products with a variety of trademarks other than "Henry's" and may
26 use the mark "Boney's Marketplace" only on breads BSI bakes.

27 25. In view of the change of BSI's name to Henry's, I have no objection to the
28 continued use by BSI of the mark "Boney's Marketplace" in their current market area on the

1 products they bake, provided the quality associated with SWB is maintained. The public will
2 continue to associate the trademark "Boney's Marketplace" with the several stores of SWB
3 which have continued to use the trade name and the trademark "Boney's Marketplace."

4 I declare under penalty of perjury under the laws of the United States that the foregoing
5 is true and correct.

6 Executed this 31st day of December 1997, at Escondido, California.

7
8 
9 Stephen W. Boney,
Declarant

INDEX OF EXHIBITS

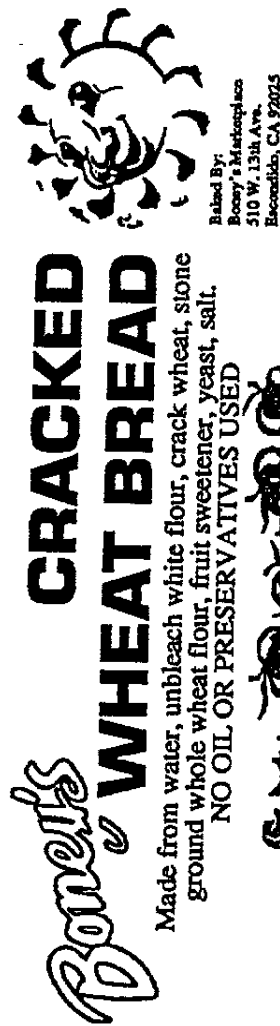
<u>Exhibit No.</u>	<u>Date</u>	<u>Description</u>
1	Undated	Escondido Boney's Cinnamon-Raisin Bread flier
2	Undated	Escondido Boney's Cracked Wheat Bread flier
3	Undated	Escondido Boney's Currant-Pumpernickel flier
4	Undated	Escondido Boney's Eastern Rye (16 oz.) flier
5	Undated	Escondido Boney's Eastern Rye (32 oz.) flier
6	Undated	Escondido Boney's Ed's Bread (24 oz.) flier
7	Undated	Escondido Boney's Ed's Bread (32 oz.) flier
8	Undated	Escondido Boney's Ed's Unsalted & Unsweetened Bread flier
9	Undated	Escondido Boney's 11 Grain Bread flier
10	Undated	Escondido Boney's English Muffin Bread flier
11	Undated	Escondido Boney's Extra Sour Sourdough flier
12	Undated	Escondido Boney's Kamut flier
13	Undated	Escondido Boney's Oat Bran Bread flier
14	Undated	Escondido Boney's Onion Rye (16 oz.) flier
15	Undated	Escondido Boney's Onion Rye (32 oz.) flier
16	Undated	Escondido Boney's Pumpernickel flier
17	Undated	Escondido Boney's Sourdough French (16 oz.) flier
18	Undated	Escondido Boney's Sourdough French (32 oz.) flier
19	Undated	Escondido Boney's Sprouted 7-Grain flier
20	Undated	Escondido Boney's Sprouted Wheat flier
21	Undated	Escondido Boney's Squaw Bread flier
22	Undated	Escondido Boney's Sunflower Bread flier

INDEX OF EXHIBITS cont.

<u>Exhibit No.</u>	<u>Date</u>	<u>Description</u>
23	Undated	Escondido Boney's Whole Wheat Eastern Rye (16 oz.) flier
24	Undated	Escondido Boney's Whole Wheat Eastern Rye (32 oz.) flier
25	Undated	Escondido Boney's Whole Wheat French Bread (16 oz.) flier
26	Undated	Escondido Boney's Whole Wheat French Bread (32 oz.) flier
27	Undated	Escondido Boney's Whole Wheat Onion Rye (16 oz.) flier
28	Undated	Escondido Boney's Whole Wheat Onion Rye (32 oz.) flier
29	Undated	Escondido Boney's Lightly Salted Popcorn package
30	Undated	Escondido Boney's Mountain Spring Water package
31	7/24/87	Escondido Boney's Oat Bran Flakes package
32	10/5-10/12/88	Escondido Boney's advertisement
33	3/1-3/8/89	Escondido Boney's advertisement
34	4/21-4/27/94	Hemet Boney's advertisement
35	4/28-5/4/94	Hemet Boney's advertisement
36	5/16-5/24/95	Escondido Boney's advertisement
37	12/9-12/17/97	Escondido Boney's advertisement
38	11/8/89	Letter to Steve Boney from Stanley Boney re distribution of bread, use of trademark name and cooperative advertising plan



NET WT. 24 oz. (1 1/2 lb.)



CRACKED WHEAT BREAD
 A NUTRITIONAL SERVING IS 1 SLICE.

CALORIES	108
PROTEIN	8G
FAT	0.5G
CARBOHYDRATE	18G
SODIUM	136MG
CHOLESTEROL	0
DIETARY FIBER	1G

**Percentage Of U.S. Recommended
 Dietary Allowance**

PROTEIN	12%
THIAMINE	3%
RIBOFLAVIN	*
NIACIN	2%
IRON	2%
CALCIUM	*

*Less than 2% of U.S. Recommended Dietary Allowance

Carbohydrate Information

DIETARY FIBER	1G
COMPLEX CARBOHYDRATES	16G
SIMPLE SUGAR, FRUIT SWEETENER	1G

NET WT. 24 OZ. (1 1/2 LB.)



Baked By:
Boney's Marketplace
510 W. 13th Ave.
Escondido, CA 92025



FRESH DAILY FROM OUR OWN OVENS
NET WT. 24 oz. (1 1/2 lb.)



Boney's
**EASTERN
RYE**

Made from High Protein Unbleached
Flour, Water, Light Rye Flour, Yeast,
Malt, Salt & Caraway Seeds.

NO OIL OR PRESERVATIVES USED

Baked By:
Boney's Marketplace
510 W. 13th Ave.
Escondido, CA 92026



FRESH DAILY FROM OUR OWN OVENS

NET WT. 16 OZ. (1 LB.)



Made from High Protein Unbleached
Wheat Flour, Water, Light Rye Flour, Yeast,
Malt, Salt & Caraway Seeds.

NO OIL OR PRESERVATIVES USED

Baked By:
Boney's Marketplace
510 W. 13th Ave.
Escondido, CA 92025



FRESH DAILY FROM OUR OWN OVENS
NET WT. 32 OZ. (2 LB.)

Panett's

ED'S BREAD

An old-fashioned crunchy textured bread made
from ground wheat sprouts, freshly stone-ground
100% whole wheat flour, water, honey, salt & yeast
NO OIL OR PRESERVATIVES USED



Baked By:
Benny's Marketplace
510 W. 13th Ave.
Berkeley, CA 94705

ED'S BREAD
A NUTRITIONAL SERVING IS 1 SLICE.

CALORIES	120
PROTEIN	4G
FAT	0.6G
CARBOHYDRATE	26G
SODIUM	289MG
CHOLESTEROL	0
DIETARY FIBER	5G

Carbohydrate Information

DIETARY FIBER	5G
COMPLEX CARBOHYDRATES	18G
SIMPLE SUGAR	3G

NET WT. 24 OZ. (1 1/2 LB.)

Percentage Of U.S. Recommended Dietary Allowance

PROTEIN	7%
THIAMINE	11%
RIBOFLAVIN	4%
NIACIN	9%
IRON	6%
CALCIUM	*

*Less than 2% of U.S. Recommended Dietary Allowance

Panett's

ED'S BREAD

An old-fashioned crunchy textured bread made
from ground wheat sprouts, freshly stone-ground
100% whole wheat flour, water, honey, salt & yeast
NO OIL OR PRESERVATIVES USED



Baked By:
Benny's Marketplaces
510 W. 13th Ave.
Berkeley, CA 94705



FRESH DAILY FROM OUR OWN OVENS

ED'S BREAD

A NUTRITIONAL SERVING IS 1 SLICE.

		Percentage Of U.S. Recommended Dietary Allowance
CALORIES	120	7%
PROTEIN	4G	11%
FAT	0.6G	4%
CARBOHYDRATE	26G	9%
SODIUM	289MG	6%
CHOLESTEROL	0	
DIETARY FIBER	5G	
Carbohydrate Information		
DIETARY FIBER	5G	
COMPLEX CARBOHYDRATES	18G	
SIMPLE SUGAR	3G	

NET WT. 32 OZ. (2 LB.)



Bonny's **ED'S** **Unsalted & Unsweetened BREAD**

An old-fashioned crunchy textured bread made from ground wheat sprouts, freshly stone-ground 100% whole wheat flour, water and yeast.

NO OIL OR PRESERVATIVES USED. REFRIGERATE

Baked By:
Bonny's Marketplace
510 W. 13th Ave.
Escondido, CA 92025

FRESH DAILY FROM OUR OWN OVENS
NET WT. 24 OZ (1 1/2 LB.)



Bonny's
MARKETPLACE

- Low in Fat!
- Cholesterol Free!
- No Preservatives or Additives

11 Grain Bread

Nutritional Information

(per slice)

Calories 106
 Carbohydrates 21 g
 Protein 5 g
 Fat 1 g
 Fiber 3 g
 Cholesterol 0 mg
 Sodium 153 mg
 Potassium 81 mg

Ingredients

Whole wheat flour, sprout wheat berries, cracked wheat, oats, rye, barley, triticale, millet, rice bran, wheat germ, flaxseed, sunflower seeds, corn, water, honey, salt and yeast.

(Please refrigerate to preserve freshness)

NET WT. 24 oz. (1 1/2 lb.)

510 N. 13th Ave. Escondido, CA 92025

Bonny's ENGLISH MUFFIN BREAD

Made from high gluten flour, honey, vinegar, yeast, and salt.
NO OIL OR PRESERVATIVES USED



Baked By:
Bonny's Marketplace
510 W. 13th Ave.
Escondido, CA 92025



ENGLISH MUFFIN BREAD
A NUTRITIONAL SERVING IS 1 SLICE.

CALORIES	116
PROTEIN	12gm
FAT	0.55gm
CARBOHYDRATE	15.5gm
SODIUM	93MG
CHOLESTEROL	0
DIETARY FIBER6gm

Carbohydrate Information
DIETARY FIBER6G
COMPLEX CARBOHYDRATES 13.3G
SIMPLE SUGAR 1.6G
NET WT. 16 OZ. (1 LB.)

Percentage Of U.S. Recommended
Dietary Allowance

PROTEIN	27%
THIAMINE
RIBOFLAVIN
NIACIN
IRON
CALCIUM

*Less than 2% of U.S. Recommended Dietary Allowance

*No
Cholesterol*

*No
Additives or
Preservatives*

BONEY'S

MARKETPLACE

Extra Sour Sourdough

Ingredients:
 High Gluten flour, natural sour flavor, natural fermented lactic acid, vinegar, corn flour, sodium, silico aluminate (a processing aid), wheat flour, vital wheat gluten, salt, water, malted barley flour, dough conditioner (diacetyl tartaric acid, esters of mono and diglycerides, sodium stearoyl lactylate, calcium carbonate, calcium sulphate, citric acid, enzyme for improved bake, ascorbic acid, L. Cysteine, potassium bromate, azodicarbonamidy, yeast

(Please refrigerate to preserve freshness)

Net Weight: 24 oz (1 lb 8 oz) 672g

Baked by: Boney's Marketplace, 510 W. 13th Ave., Escondido, CA 92025

Nutrition Facts
 Serving Size 2 oz (56.7 G)
 Servings Per Container 8

Amount Per Serving	56.7
Calories 144	Calories From Fat 10
% of Daily Value	
Total Fat 1.1g	2%
Saturated Fat 2g	1%
Cholesterol 0mg	0%
Sodium 184mg	8%
Total Carbohydrates 27g	9%
Dietary Fiber 1g	4%
Sugars 0	
Protein 6g	12%
Vitamin A *	Vitamin C 13%
Calcium 2%	Iron 10%

*Percent daily values are based on 2,000 calorie diet. Your daily values may be higher or lower depending on your caloric needs.
 " less than 2%

Boney's

KAMUT

A 100% flourless bread made from ground
kamut sprouts, wheat gluten, fruit sweetener, malt, yeast, salt.
NO OIL OR PRESERVATIVES USED



Baked By:
Boney's Marketplace
510 W. 13th Ave.
Bacardido, CA 92025



SPROUTED KAMUT BREAD
A NUTRITIONAL SERVING IS 1 SLICE.

CALORIES	115
PROTEIN	6G
FAT	0.8G
CARBOHYDRATE	22G
SODIUM	146MG
CHOLESTEROL	0
DIETARY FIBER	3G

Percentage Of U.S. Recommended
Dietary Allowance

PROTEIN	13%
THIAMINE	10%
RIBOFLAVIN	4%
NAICIN	9%
IRON	7%
CALCIUM	*

* Less than 2% of U.S. Recommended Dietary Allowance

Carbohydrate Information

DIETARY FIBER	3G
COMPLEX CARBOHYDRATES	18G
SIMPLE SUGAR (FRUIT SWEETENER)	1G

NET WT. 24 OZ. (1 1/2 LB.)

*Bonelli's***OAT BRAN
BREAD**

INGREDIENTS: 100% Whole Wheat Flour,
Water, Oat Bran, Wheat Bran, Hi-Gluten Flour,
Honey, Molasses, Rolled Oats, Yeast, Salt.
NO OIL OR PRESERVATIVES USED



Baked By
Bracy's Marketplace
510 W. 13th Ave.
Fremont, CA 92025



OAT BRAN BREAD
A NUTRITIONAL SERVING IS 1 SLICE.

CALORIES	107
PROTEIN	6G
FAT	0.6G
CARBOHYDRATE	20G
SODIUM	170MG
CHOLESTEROL	0
DIETARY FIBER	3G

	Percentage Of U.S. Recommended Dietary Allowance
PROTEIN	10%
THIAMINE	8%
RIBOFLAVIN	5%
NIACIN	7%
IRON	7%
CALCIUM	3%

Carbohydrate Information

DIETARY FIBER	3G
COMPLEX CARBOHYDRATES	13G
SIMPLE SUGAR	4G

NET WT. 24 OZ. (1 1/2 LB.)

Boney's

**ONION
RYE**

Made from Unbleached Flour,
Water, Light Rye Flour, Onions,
Yeast, Malt, Salt & Caraway Seeds.
NO OIL OR PRESERVATIVES USED



Baked By:
Boney's Marketplace
510 W. 13th Ave.
Escondido, CA 92025



NET WT. 16 oz. (1 lb.)

Boney's

ONION RYE

Made from Unbleached Flour,
Water, Light Rye Flour, Onions,
Yeast, Malt, Salt & Caraway Seeds.
NO OIL OR PRESERVATIVES USED



Baked By:
Boney's Marketplace
510 W. 13th Ave.
Escondido, CA 92025



FRESH DAILY FROM OUR OWN OVENS

NET WT. 32 OZ. (2 LB.)

Boney's



PUMPERNICKEL

A 100% flourless bread made from ground sprouts of wheat and rye with water, molasses, honey, salt, caraway seed and yeast.

NO OIL OR PRESERVATIVES USED.

Baked By:
Boney's Marketplace
510 W. 13th Ave.
Escondido, CA 92025



FRESH DAILY FROM OUR OWN OVENS
NET WT. 24 OZ. (1 1/2 LB.)

Boney's

**SOURDOUGH
FRENCH**

Unbleached White Flour, Water, Natural
Sourdough Starter, Yeast, and Salt.



Baked By:
Boney's Marketplace
510 W. 13th Ave.
Escondido, CA 92025



NET WT. 1 LB (16 oz.)

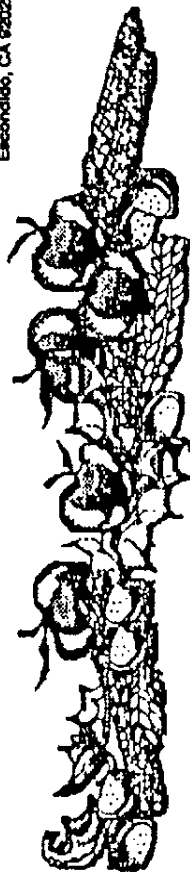
Boney's

**SOURDOUGH
FRENCH**

Unbleached White Flour, Water, Natural
Sourdough Starter, Yeast, and Salt.



Baked By:
Boney's Marketplace
510 W. 13th Ave.
Escondido, CA 92025



FRESH DAILY FROM OUR OWN OVENS
NET WT. 32 OZ. (2 LB.)

Boney's

SPROUTED 7-GRAIN

A 100% flourless bread made from ground
sprouts of wheat, rye, corn, barley, millet, oats and rice with
honey, water, salt and yeast

NO OIL OR PRESERVATIVES USED



Baked By:
Boney's Marketplace
510 W. 13th Ave.
Bacardide, CA 92023



SPROUTED 7-GRAIN BREAD A NUTRITIONAL SERVING IS 1 SLICE.

CALORIES	119
PROTEIN	4G
FAT	0.6G
CARBOHYDRATE	26G
SODIUM	137MG
CHOLESTEROL	0
DIETARY FIBER	5G

Percentage Of U.S. Recommended Dietary Allowance

PROTEIN	6%
THIAMINE	8%
RIBOFLAVIN	4%
NAICIN	10%
IRON	18%
CALCIUM	0

*Less than 2% of U.S. Recommended Dietary Allowance

Carbohydrate Information

DIETARY FIBER	5G
COMPLEX CARBOHYDRATES	19G
SIMPLE SUGAR	2G

NFT WT 24.07 (1 1/4 lb)

Panet's

SPROUTED WHEAT

A 100% flourless bread made from ground
sprouts of wheat with honey, water, salt and yeast
NO OIL OR PRESERVATIVES USED



Baked By:
Benny's Marketplace
510 W. 13th Ave.
Encinitas, CA 92025



SPROUTED WHEAT BREAD
A NUTRITIONAL SERVING IS 1 SLICE

CALORIES	119
PROTEIN	4G
FAT	0.6G
CARBOHYDRATE	26G
SODIUM	275MG
CHOLESTEROL	0
DIETARY FIBER	5G

Carbohydrate Information

DIETARY FIBER	5G
COMPLEX CARBOHYDRATES	19G
SIMPLE SUGAR	2G

NET WT. 24 OZ. (1 1/2 LB.)

	Percentage Of U.S. Recommended Dietary Allowance
PROTEIN	6%
THIAMINE	8%
RIBOFLAVIN	4%
NIACIN	10%
IRON	18%
CALCIUM	*

*Less than 2% of U.S. Recommended Dietary Allowance



510 W. 13TH AVE..
ESCONDIDO, CA 92025

Squaw Bread

Made from high gluten flour, bran
flour, whole wheat flour, rye flour,
water, molasses, salt & yeast.

Net Wt. 24 oz. (1 1/2 lb.)

Bony's

SUNFLOWER BREAD

Made from stone ground whole wheat, sprouted wheat,
sunflower seeds, honey, yeast, and salt.
NO OIL OR PRESERVATIVES USED



Baked By:
Bony's Marketplace
510 W. 13th Ave.
Evanston, CA 92025



SUNFLOWER BREAD

A NUTRITIONAL SERVING IS 1 SLICE.

CALORIES	124
PROTEIN	5gm
FAT	2gm
CARBOHYDRATE	24gm
SODIUM	261MG
CHOLESTEROL	0
DIETARY FIBER	4gm

Carbohydrate Information

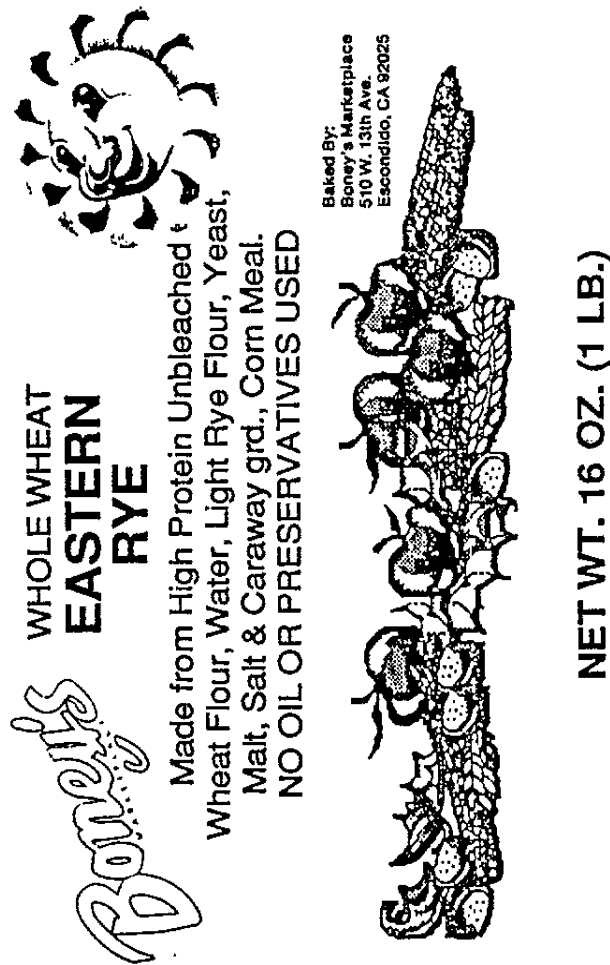
DIETARY FIBER	4G
COMPLEX CARBOHYDRATES	18G
SIMPLE SUGAR	2G

NET WT. 24 OZ. (1 1/2 LB.)

Percentage Of U.S. Recommended Dietary Allowance

PROTEIN	10%
THIAMINE	11%
RIBOFLAVIN	4%
NIACIN	9%
IRON	7%
CALCIUM

-Less than 2% of U.S. Recommended Dietary Allowance





Made from High Protein Unbleached
Whole Wheat Flour, Water, Light Rye Flour, Yeast,
Malt, Salt and Caraway Seeds.

NO OIL OR PRESERVATIVES USED

Baked By:
Boney's Marketplace
510 W. 13th Ave.
Escondido, CA 92025



FRESH DAILY FROM OUR OWN OVENS
NET WT. 32 OZ. (2 LB.)



Boney's
**WHOLE WHEAT
FRENCH BREAD**

Made from Unbleached Flour, Stone-Ground
Whole Wheat Flour, Water, Salt and Yeast.
**NO SWEETENERS, OILS, FATS OR
PRESERVATIVES USED**

Baked By:
Boney's Marketplace
510 W. 13th Ave.
Escondido, CA 92025



NET WT. 16 oz. (1 lb.)



Boney's
**WHOLE WHEAT
FRENCH BREAD**

Made from Unbleached Flour, Stone-Ground
Whole Wheat Flour, Water, Salt and Yeast.
**NO SWEETENERS, OILS, FATS OR
PRESERVATIVES USED**

Baked By:
Boney's Marketplace
510 W. 13th Ave.
Escondido, CA 92025



**FRESH DAILY FROM OUR OWN OVENS
NET WT. 32 OZ. (2 LB.)**

Boney's

WHOLE WHEAT
ONION RYE



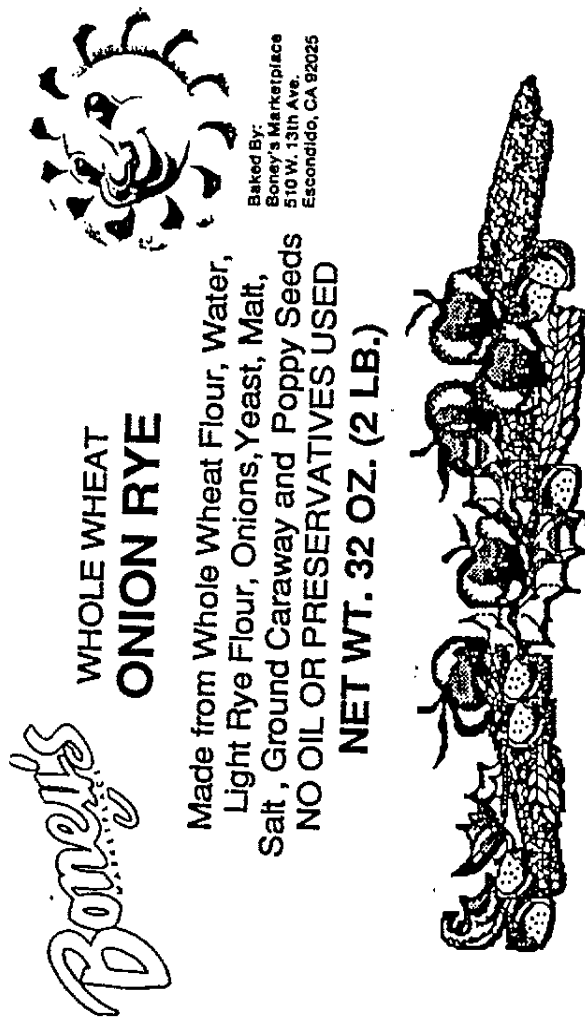
Made from Whole Wheat Flour, Water,
Light Rye Flour, Onions, Yeast, Malt,
Salt, Ground Caraway and Poppy Seeds
NO OIL OR PRESERVATIVES USED

Baked By:
Boney's Marketplace
510 W. 13th Ave.
Escondido, CA 92025



FRESH DAILY FROM OUR OWN OVENS

NET WT. 16 OZ. (1 LB.)





Boney's
MARKETPLACE

lightly salted

100% NATURAL INGREDIENTS!

POPCORN, CANOLA OIL, SEA SALT.

NET WT. 6 OZ.

Nutrition Facts
Serving Size 3 1/2 cup (30g)
Serving Per Container About 6

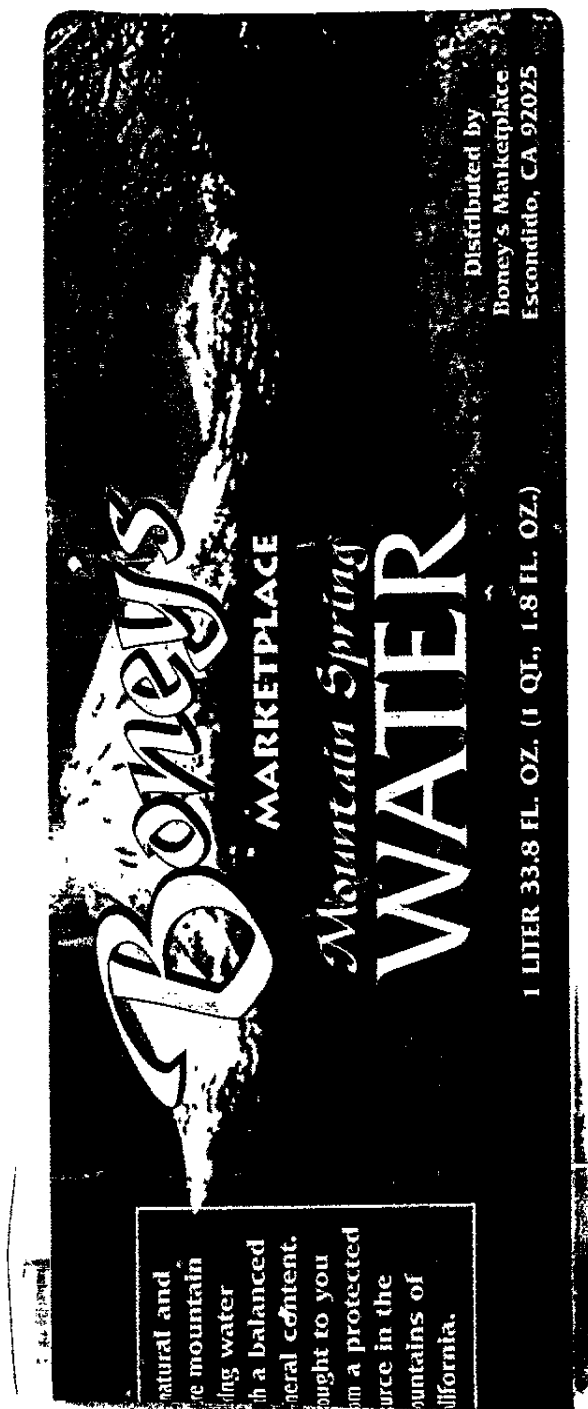
Amount Per Serving	Calories From Fat 30	% Daily Value*
Calories 130		
Total Fat 3g		5%
Saturated Fat 0.5g		3%
Cholesterol 0mg		0%
Sodium 40mg		2%
Total Carbohydrate 21g		7%
Dietary Fiber 4g		16%
Sugars 0g		
Protein 3g		
Vitamin A 0% • Vitamin C 0%		
Calcium 0% • Iron 8%		

*Percent Daily Values are based on a diet of other people's secrets.
Your daily values may be higher or lower depending on your calorie needs.

	Calories	% Daily Value*
Total Fat	Less than 65g	80g
Saturated Fat	Less than 20g	25g
Cholesterol	Less than 300mg	300mg
Sodium	Less than 2,400mg	2,400mg
Total Carbohydrate	300g	375g
Dietary Fiber	25g	30g

Calories per gram:
Fat 9 • Carbohydrates 4 • Protein 4

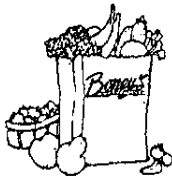
DISTRIBUTED BY BONEY'S MARKETPLACE
ESCONDIDO, CALIFORNIA



BONEY'S
MARKETPLACE
Crispy Golden
Oat Bran Flakes

Boney's is celebrating a half century of offering quality products at down to earth prices. Since 1942 Boney's markets in San Diego have focused on offering the best and freshest produce available. In addition to specializing in meeting your produce needs, we enhance your shopping experience by providing a wide variety of bulk products, natural foods, whole grain bakery items, vitamins, and world-wide cheeses.


In particular, our Oat Bran Flakes are an excellent choice of dietary fiber, containing 3 grams per serving while keeping the fat content at only 1 gram per 1 oz. serving.



Distributed by:
Boney's Marketplace
510 W. 13th Street
Escondido, CA 92025

BONEY'S
MARKETPLACE
Crispy Golden
Oat Bran Flakes

BONEY'S
MARKETPLACE
Crispy Golden
Oat Bran Flakes



No Fat Added

NO REFINED SUGAR. SWEETENED WITH FRUIT JUICE

NET WT. 16 OZ. (1 LB.) 454 gm

BONEY'S
MARKETPLACE
Crispy Golden
Oat Bran Flakes

BONEY'S
MARKETPLACE*Crispy Golden*
Oat Bran Flakes**BONEY'S**
MARKETPLACE*Crispy Golden***Oat Bran Flakes****Nutrition Facts**Serving Size 1 oz. (28 grams)
Servings Per Container 16

Amount Per Serving	
Calories 100	Calories from Fat 10
% Daily Value*	
Total Fat 1g	2%
Saturated Fat <small>(Not a significant source)</small>	
Cholesterol 0mg	0%
Sodium 10mg	1%
Total Carbohydrate 22g	8%
Dietary Fiber 3g	12%
Sugars 5g	
Protein 3g	

Vitamin A ** • Vitamin C **
Calcium ** • Iron 4%*Percent Daily Values are based on a diet of other people's secrets.
**Contains less than 2% Daily Value of these nutrients.

	Calories	2,000	2,500
Total Fat	Less than	65g	80g
Sat Fat	Less than	20g	25g
Cholesterol	Less than	300mg	300mg
Sodium	Less than	2,400mg	2,400mg
Total Carbohydrate	Less than	300g	375g
Dietary Fiber	Less than	25g	30g

Calories per gram:
Fat 9 • Carbohydrate 4 • Protein 4

Ingredients: Whole Grain Oats, Oat Bran, Mixed Fruit Juice Concentrate (Pineapple, Pear and Peach), Brown Rice, Rye, Corn, Malted Barley.

This package is sold by weight, not volume. Contents may settle during shipping. Consumer: Please include the date portion on this Oat Bran Flakes box top with all correspondence.



FEB 1994

72487
4**BONEY'S BANANA OAT BRAN CAKE**

- 1-1/2 cups mashed bananas
- 2/3 cup honey
- 1 tablespoon oil
- 6 egg whites
- 1 teaspoon cinnamon
- 1/2 teaspoon nutmeg
- 2 tablespoons buttermilk
- 1-1/2 teaspoons vanilla
- 1-1/4 cup whole wheat flour
- 1 cup all purpose flour
- 1 tablespoon baking soda
- 1 teaspoon baking powder
- sprinkle of cinnamon
- 1/2 cup crushed Boney's Oat Bran Flakes

DIRECTIONS: Whisk first 10 ingredients in a large mixing bowl. Mix together flour, soda, and baking powder and add, all at once, whisking just until blended. Do not overmix. Spread evenly in a 9 x 13 inch non-stick baking pan. Sprinkle cinnamon on top, then crushed Oat Bran Flakes. May dot with butter or margarine if desired. Bake in a 350° oven for 25 minutes or just until cake tester or toothpick inserted in center comes out clean. Makes 12 servings.

BONEY'S COCONUT CRUNCHIES

- 4 egg whites
- 1/2 cup honey
- 1 teaspoon vanilla
- 1/2 cup chopped walnuts
- 1/2 cup crushed date pieces or chunks
- 2 cups shredded coconut
- 2 cups Boney's Oat Bran Flakes

DIRECTIONS: Beat egg whites with electric mixer on high speed until foamy. Gradually beat in honey and vanilla and continue beating until whites are thick and shiny. Fold in nuts, dates, coconut, and cereal by hand. Form into teaspoon size round cookies, press together well (mix will be crumbly), and place on non-stick cookie sheets. Bake in a 350° oven for approximately 20 minutes or until golden brown. Makes 36 to 40 cookies.

BONEY'S DATE-OAT BRAN COOKIES

- 1 cup Boney's Oat Bran Flakes
- 1/2 cup dates
- 1/2 cup raisins (may use only dates if desired)
- 2 egg whites, unbeaten
- 4 egg whites, beaten
- 2 tablespoons honey
- 1 teaspoon vanilla
- 1 teaspoon cinnamon
- 1/2 cup whole wheat flour
- 1/2 teaspoon baking powder

DIRECTIONS: Chop Oat Bran Flakes in a blender or food processor. Blend in dates and 2 egg whites until dates are well mashed. Place date mixture in a large mixing bowl and set aside.

Beat 4 egg whites in an electric mixer until foamy. Gradually beat in honey and vanilla and continue beating until whites are thick and shiny. Mix together cinnamon, flour, and baking powder. Reduce speed and lightly fold dry ingredients into whites. Stir 1/2 of the egg white mixture into the date mixture, then carefully fold in the remaining egg white mixture.

Drop by spoonfuls onto two non-stick cookie sheets and bake in a 350° oven for approximately 20 minutes or until light brown. Makes 30 to 36 cookies.

OPEN OTHER END

Boney's

MARKETPLACE

EFFECTIVE 10-5 THRU 10-12, 1988

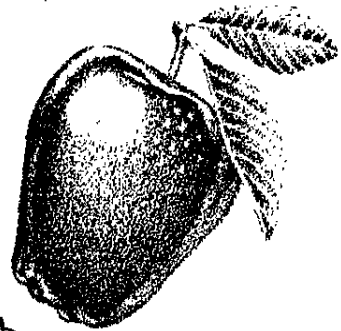
Fall Harvest OF SPECIALS!

RED DELICIOUS

APPLES

\$
L
B
S

4 1



RAW ALMONDS

New crop from the San Joaquin Valley

\$
LB

2 49



Raw or Roasted & Salted

CASHEW PIECES

\$
LB

2 49

New Crop

MEDJOL DATES

\$
LB

2 69

Just arrived from the Coachella Valley!



MONTEREY JACK OR COLBY CHEESE

\$
LB

1 69

510 WEST 13TH AVE.
ESCONDIDO 745-2141

COUPON

BONEY'S

LARGE EGGS

\$
DZ

49

With purchase of \$10.00 or more.
1 coupon per customer, 1 dozen eggs per coupon.

PANTRY

HAIN SAFFLOWER OIL

\$ 2³⁹

1 QT

All natural 100% pure expeller pressed. Contains no cholesterol or preservatives.

MILLER WILD-FLLOWER HONEY

\$ 2⁷⁹

3 LB CAN

100% pure and natural, raw unfiltered and uncooked.

Lapidus POPCORN

99[¢]
5 OZ

Ready to Eat! Choose from cheese or natural herb flavor. All natural.

Hain-Mini RICE CAKES

99[¢]
4 OZ

Assorted flavors, great for school lunches. All natural.

Spike SEASONING

\$ 1¹⁹
3 OZ

A special blend of 39 flavorful herbs, spices & vegetables. Contains no chemicals.

Boney's MAYONNAISE

\$ 1⁸⁹
24 OZ

Cold pressed, all natural, no preservatives.

Boney's PASTA SAUCE

\$ 2²⁹
32 OZ

Boney's own private recipe. All natural, no preservatives.

Health Valley Your Choice HONEY OR FRUIT JUMBOS - OAT BRAN

\$ 1⁶⁹
8.25 OZ

Boney's or Heinke's APPLE JUICE

1⁶⁹
½ Gal

Boney's own private recipe. All natural, no preservatives.

COOKIES

Knudsen

CHERRY CIDER

OR TROPICAL PUNCH

\$ 1⁵⁹
32 OZ

VITAMINS

YERBA PRIMA PSYLLIUM HUSKS

Extra
Absorbent
to Keep
Your Colon
Clean

\$ 4⁹⁵
12 oz.

Living Source \$ DAILY MAINTENANCE

14⁹⁹
90 Tabs

100% Food Grown Multiple Vitamin & Mineral - Highest Absorbence.

Boney's TRYPTOPHAN

\$ 3⁹⁹
30 Caps

500 mg. This will give you a good night's rest.

Twin Labs

CALCIUM, MAGNESIUM & OROTATE

\$ 5⁹⁵
50 Caps

Solaray MULTIDOPHILUS

\$ 5⁹⁵
100 Caps

3 types of friendly acidophilus for better digestion.

BULK

SUPER MOIST PRUNES

99[¢]

LB

Just 10 prunes contain 1669 IU vitamin A, B vitamins and C, calcium, 626 mg potassium and more.

Date PIECES

\$ 1⁶⁹
LB

Great for baking or snacking.

Chocolate APPEALS

\$ 1⁹⁹
LB

Tasty chocolate drops - a special treat.

Khadrawi DATES

DELI

Wisconsin Mammoth

SHARP CHEDDAR

Aged 2 years
in 500 lb
mammoth
wheels. See
it on display!

\$ 2⁹⁹
LB

Wisconsin

BABY SWISS

Creamy
white,
sweet nutty
flavor.

\$ 2³⁹
LB

BINS**BULK
GRANOLA****\$ 1 09**

LB

Delicious assorted varieties. The all natural cereal or snack food.

Fresh **\$ 1 69****PEANUT BUTTER**

LB

Ground fresh daily! Just peanuts and nothing more!

Roasted or Raw **\$ 1 99****TRAIL MIX**

LB

A perfect snack for lunch boxes or around the house!

\$ 1 69

LB

CASE

Monterey

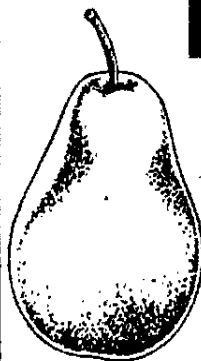
JACK CHEESEMild and creamy.
Great for casseroles!**\$ 1 69**

LB

The Freshest

60% \$ 3 99**CHIE**

LB

PRODUCE**BARTLETT
PEARS****\$ 3 1**

LBS

RED GARNET

YAMS**\$ 3 1**

LBS

DAIRY

Alta Dena

**ICE
MILK****\$ 1 59**

½ Gal.

Low in fat and calories. Assorted flavors.

MILK**YOGURT**Dairy Mart
Low Fat**79¢**

½ Gal.

Alta Dena
European**49¢**

6 OZ

0000001305

Boney's

MARKETPLACE

Featuring . . .
Fine Beef, Pork, Poultry,
Seafood and Specialty Items.
Fresh to You Everyday!

POULTRY

Foster Farms
Whole Body

FRYERS

69¢ LB

No hormones or preservatives.

Foster Farms
**CORNISH
GAME HENS**

\$1.29 LB

Stuff with wild rice and apples!
Oh, so good!

Foster Farms
**ROASTING
CHICKENS**

\$1.29 LB

Perfect for an old-fashioned chicken dinner!

Ground
TURKEY
89¢ LB

Foster Farms
**CHICKEN
BREASTS**

\$1.99 LB

Foster Farms
**CHICKEN
THIGHS**

99¢ LB

Foster Farms
**CHICKEN
DRUMSTICKS**

99¢ LB

BEEF

Eye of Round

ROAST

\$2.99 LB

Great on the grill!

Farmstead
**CENTER CUT
BONELESS
PORK LOIN**

\$2.99 LB

Good for roast or chops.

Meaty
**HAM
HOCKS**

\$1.69 LB

Just what you need for your favorite pot of beans!

Fresh
RABBITS
\$2.49 LB

Low in
Cholesterol

SEAFOOD

Fresh

RED SNAPPER

\$2.29 LB

Mild, flakey, flavorful fish.

**ORANGE
ROUGHY**

\$3.99 LB

Light, delicate fish.

Fresh

OYSTERS

\$2.29 EA

Great for oyster shooters!

8 OZ JAR

Large
SHRIMP
\$5.99 LB

Slab
BACON

\$2.99 LB

Nitrite Free!

German
BOCKWURST

\$3.89 LB

Try it on the BBQ or in a casserole.

Extra Lean
STEWING BEEF

\$2.49 LB

Ready for your favorite stew recipe!

Swordfish
STEAKS

\$5.99 LB

Great on the grill!

Fresh
YELLOW TAIL

\$3.99 LB

Firm fish packed with flavor.

Boney's
**ALL NATURAL
TARTAR OR
COCKTAIL SAUCE**

\$1.89 EA

9 OZ JAR

Bone's
MARKETPLACE
Effective
3-1-89 thru 3-8-89

**THE FRESH
EDITION!**

**BULK
OAT BRAN**
\$1.59
LB



RED FLAME
**SEEDLESS
GRAPES**
49¢
LB



R.W. KNUDSEN
**APPLE
JUICE**
\$1.49
1/2 gal

Pure unfiltered apple juice.
No additives or preservatives.

SPLIT
**CHICKEN
BREAST**
\$1.49
LB

ROASTED & SALTED

**CASHEW
PIECES....\$2.49**
LB

RAW

**CASHEW
PIECES....\$1.99**
LB

510 W. 13TH
AVE

ESCONDIDO

745-2141

0000001291

BULK BIN BONANZA

LUNDBERG LONG
OR SHORT GRAIN

**BROWN
RICE**
\$3⁹⁹
LBS

BLACK

**MISSION
FIGS**
\$1³⁹
LB

RAW

**CASHEW
PIECES**
\$1⁹⁹
LB

POPCORN. **39[¢]**
LB

THOMPSON
SEEDLESS

RAISINS... **99[¢]**
LB

FRESH BULK - RAW
ALMONDS.. **\$2⁴⁹**
LB

CHOCOLATE
APPEALS... **\$1⁷⁹**
LB

SUPER MOIST
PRUNES.... **\$1¹⁹**
LB

LIGHT HALVES
& PIECES
WALNUTS.. **\$2⁴⁹**
LB

EUROPEAN FAVORITE
**LIGHT
MUSLI...** **\$1⁶⁹**
LB

NEW CROP
DEGLET
DATES... **\$1⁹⁹**
LB

FRESH GROUND
**PEANUT
BUTTER...** **\$1⁶⁹**
LB

PANTRY PARLOR

SAPORE[®]
EXTRA VIRGIN

OLIVE OIL
\$3⁹⁹
1-LTR

Hain Pourable

**SALAD
DRESSINGS**
\$1⁶⁹
12 oz

R.W. KNUDSEN

JUICES
\$1⁹⁹
QT
Razzleberry, Red Rasp.
Nectar, Cranberry Nectar,
Cran-Rasp Nectar.

ITALIA CRUSHED
TOMATOES. **79[¢]**
28oz
With basil.

KNUDSEN
**FRUIT
SPREADS..** **\$1⁹⁹**
9oz

HEALTH VALLEY
ROOT BEER. **59[¢]**
12oz

FERRARO'S
**IMPORTED
PASTA...** **69[¢]**
16 pkg

AFTER THE FALL-100% NATURAL
**FRUIT
JUICES.....** **\$1³⁹**
3pk

NATURE'S WHEREHOUSE
**PASTRY
POPPERS....** **\$1⁶⁹**
8oz

FRESH PRODUCE



SWEET & JUICY - SEEDLESS

NAVEL ORANGES **6** **\$1**
LBS

GOLDEN DELICIOUS

APPLES

3 **\$1**
LBS

GRANNY SMITH

APPLES

49 **¢**
LB

NATURAL VITAMINS

Boney's

NEW!

SPORTS NUTRITION

Fat cutter pack or super athletic Pack. 30 day supply. Your choice...

\$16⁹⁹

NATURE'S LIFE

VITAMIN C

500 MG

99 **¢**
100 tabs

with Rose Hips

NATURE'S LIFE

LECITHIN

CAPS

\$2⁹⁹

100 caps
1200 mg

BONEY'S

ULTIMATE II...

Multivitamin/Mineral

\$5⁹⁹
60 tabs

BONEY'S

HI - POTENCY B-STRESS

\$2⁷⁹

30 TABS...

BONEY'S

L - TRYPTOPHAN

\$3⁹⁹

30 CAPS...
60 CAPS... **7⁶⁹**

BONEY'S

CHELATED ZINC.....

50 mg

\$2⁶⁹
100 tabs

EXHIBIT 33

PAGE 3

0000001293

POULTRY

SPLIT
**CHICKEN
BREASTS**
\$1.49
LB

COOKED
CORNED BEEF
BRISKETS... **\$1.29**
LB

LOWFAT
GROUND
TURKEY.. **99¢**
LB

BEEF

FRESH EXTRA LEAN
**GROUND
SIRLOIN**
\$2.99
LB

LOUIS RICH COOKED
TURKEY **\$2.99**
BREAST... LB

FARM STEAD-BONELESS
PORK **\$2.99**
LOIN... LB

SEAFOOD

**LUNCH
MEATS**
99¢
LB

Cotto salami, chipped
ham, pastrami.

LEAN & MEATY
HAM **\$1.49**
HOCKS... LB

GREAT FOR STEW
LAMB **\$2.29**
SHANKS... LB

FRESH CHEESE & DELI

ALASKAN CENTER CUT
**HALIBUT
STEAKS**
\$3.99
LB

FRESH OREGON
**RED
SNAPPER**
\$2.29
LB

AUSTRALIAN
**ORANGE
ROUGHY**
\$4.99
LB

SHELL ON
LARGE **\$5.99**
SHRIMP... LB

EXCELLENT ON THE GRILL
SWORD **\$5.99**
FISH..... LB

BONEY'S
SEAFOOD OR **\$1.39**
TARTAR SAUCE... 8oz

MILD
**CHEDDAR
CHEESE**
\$1.69
LB

MUENSTER
CHEESE
\$1.99
LB

HEALTH VALLEY
**SOY MOO
SOY MILK**
\$1.69
33oz

GRATED
PARMESAN **\$2.99**
CHEESE.. LB

SAN DIEGO
SOY DAIRY
TOFU. **99¢**
1lb

ALTA DENA
NON FAT **49¢**
YOGURT... 8oz
Assorted flavors.

HOURS: 8:00 A.M. to 8:00 P.M.

Boney's Farmers Market

1295 State Street, Hemet • (909) 766-6746

Effective 4/21/94 thru 4/27/94



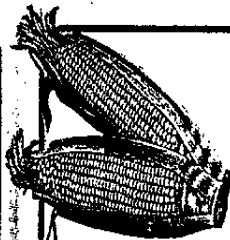
CAULIFLOWER

2 FOR \$1



California
Iceberg
Lettuce

3 FOR \$1



Sweet
Yellow
Corn

4 FOR \$1



Local
Italian
Squash

3 LBS \$1

Red Garnet
Yams.....

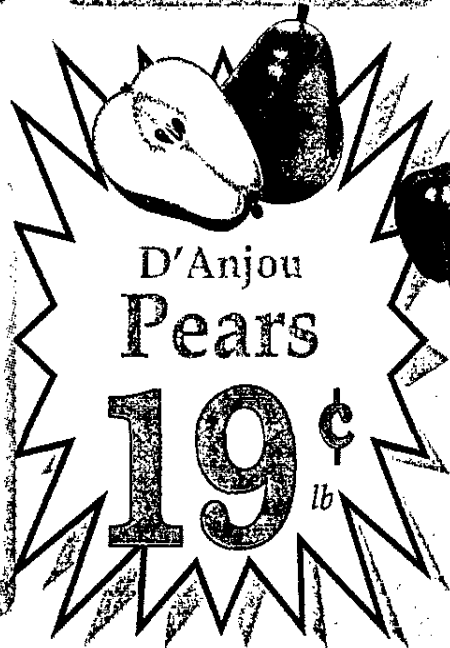
49¢ lb



Local
Crisp

Cucumbers

3 FOR \$1



D'Anjou
Pears

19¢ lb

Tropical
Mangoes....

49¢ ea



Extra
Fancy
Winesap

Apples

4 LBS \$1

Italia, Crushed

Tomatoes

69¢
28 oz

Natural, Kettle

Potato Chips

Sugg.
Ret.
99¢
5 oz

Shelled

Pecan Halves

\$2.99
lb

0000000490

Boney's - The Vitamin Super Store!

Boney's
Cal-Mag-Zinc

\$4¹⁹
100
tabs

Boney's
Ginkgo-Biloba

\$16⁶⁹
60 mg Twin
2/60 caps

Boney's
Colon Hygiene

\$3⁶⁹
12 oz

Boney's, 200 meg
Chromium Picolinate..... \$8.99 Twin
2/100 caps

Nature's Way
EPO..... \$24.99 180 caps

Boney's
B-Total-B..... \$5.49 100 tabs

Boney's
Bio C Cap...50 caps \$2.99 100 caps **\$5.59**
Vitamin C Plus Bioflavonoids

Nature's Way
Feverfew

\$6⁵⁹
100 caps

More Great Vitamin Specials!

Frazier Farms
Avocado Creme

\$2⁹⁹
4 oz

Super Nutrition
Opti-Pack

Less Than \$1.00 Per Day

\$29⁹⁵
30
Packets

Advanced Research Press
Fat Burner

\$8⁹⁹
60
caplets

Boney's features over 150
jars of herbs and spices
for your best values.

This Week's Feature



**Bulk
Potpourri**
All Varieties
\$1⁴⁹
OZ

Emerald Forest
**Shampoo or
Conditioner**

\$2⁹⁹
12 oz

Earl Mindell's
**Vitamin
Bible**

\$4⁹⁹

0000000491

Healthy Pantry Specials!

Santa Cruz, Organic
Apricot Nector

\$1.49
qt

Boney's
Oat Bran Flakes

\$1.99
16 oz

Don Peppe, Imported
Lasagna

\$1.29
1 lb pkg.

Traditional, Medicinal
**Breathe Easy
Tea**

\$1.69
16 bags

Fantastic Foods
Cup-O-Soups... 99¢

Hain
Refried Beans... 69¢

Bob's Redmill
Pancake Mix.... \$1.69

Enrico's, Fat Free
Pasta Sauce..... \$1.69

Hain
Salad Dressings..... \$1.79

Hain
Canola Oil..... \$2.39

Featuring A Wide Variety of Bulk Items!

Dry Roasted, No Salt
Cashew Pieces

\$1.99
lb

Roasted & Salted or No Salt
**Mixed Nuts
WITH PEANUTS**

\$2.99
lb Shelled

Chewy Soft Candy
Gummy Bears

\$1.99
lb

**Date
Pieces..... 99¢**

**Great Northern
Beans..... 59¢**

100% Pure
**Maple
Syrup..... \$2.99**

Butter Toffee
Peanuts

\$1.99
lb

Roasted & Salted
Trail Mix..... \$1.99

**Banana
Chips..... 99¢**

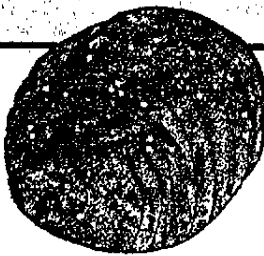
Roasted & Salted or
No Salt, Hulled
**Sunflower
Seeds..... \$1.29**

0000000492

Boney's Farmers Market

Foster Farms, Fresh
Chicken
Thighs

99¢
lb



Boney's
Date Nut
Bread
\$1.19
16 oz

We make two delicious
fruit & nut breads
Date Nut Bread
and
Apple Walnut Bread

Try Them Toasted
with Cream Cheese...
You'll Love Them!!

Boney's
Apple Walnut
Bread
\$1.19
16 oz

Colby
Cheddar
Cheese

\$1.99
lb

Fully Cooked
Advance Bread Products
Pork, Veal and
Beef Patties

3 \$3.99
FOR 18 oz
pkg.

American
Sliced
Cheese

\$1.99
Sliced
Daily lb

Delicious, Nitrate Free
Foster Farms,
Oven Roasted
Turkey Breast

\$2.99
Fresh
Sliced lb

Switzerland
Swiss
Cheese

\$2.99
lb

Foster Farms,
Oven Roasted
Turkey Breast
unsliced

\$3.69
lb

Greek Style

Feta Cheese...

\$2.29
lb

Foster Farms, Fresh

Ground Turkey...

\$1.99
lb

WE ACCEPT FOOD STAMPS

0000000403

HOURS: 8:00 A.M. to 8:00 P.M.

Boney's Farmers Market

1295 State Street, Hemet • (909) 766-6746

Effective 4/28/94 thru 5/4/94

Yellow Sweet **Corn**

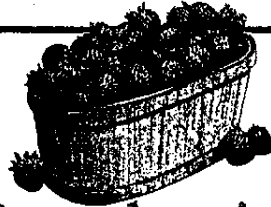


5 FOR **\$1**



Local
**Italian
Squash**

3 LBS **\$1**



Strawberries

3 \$ **1.29**
PACK



Roma
Vine
Ripe

Tomatoes

3 LBS **\$1**

Select
Cucumbers

5 FOR **\$1**



1 Lb. Bag
Cello

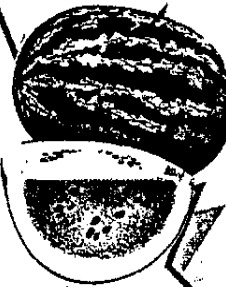
Carrots

4 FOR **\$1**

Cal-Sweet
Red
Ripe

Watermelons

1.99 [¢] lb



Bell
Peppers

5 FOR **\$1**



Romaine,
Red or
Green Leaf

Lettuce

3 FOR **\$1**

California, Roasted & Salted

Pistachios

\$2.99
lb

Also Roasted No Salt!

Coachella Valley

Honey Dates

\$1.69
lb

Soft & Creamy

Sunrise Farms

Large Eggs

69 [¢] doz
AA

Always Californial

0000000486

Boney's - The Vitamin Super Store!

Nature's Life
**Osteoporosis
Formula**

\$7.89
100 tabs
Maximum Calcium Potency

Boney's
Ultra CitroCee

\$6.39
100 tabs

Dr. Daily's
**Antioxidant
Formula**

\$14.99
60 tabs

Schiff, Digestive Enzyme
Enzymall.....

\$3.99 100 tabs

Schiff

Whole Food Multi Nutrient Pack.. **\$15.69** 30 Packets

Now Foods

Pycnogenol..... **\$24.95** Twin 60/60 caps

Boney's

Echinacea-Golden Seal..... **\$5.99** 100 caps

Montana
Pure Energy

\$6.99
60 caps

More Great Vitamin Specials!

Boney's
Colon Hygiene

\$3.69
12 oz

**Aloe
Complete**

Rich in Mucopolysaccharide

\$14.99
33.8 oz

Twin Lab
**Cod-Liver Oil
Skin Formula**

\$8.99
60 softgels

FREE SEMINAR

MAY 6th

with

Priscilla Cordray

"Bone Health"

3 P.M. or 6 P.M.

Please Call Vitamins
for Reservations

Schiff
Ultra Lean
Herbal Weight Loss Plan

\$10.99
60 tabs

Earl Mindell, Ph. D

**Herb
Bible**

\$9.99

"The Top Ten Herbs"

0000000487

Healthy Pantry Specials!

R.W. Knudsen 3-Pak
Natural Juices

\$1 29
Assorted
Flavors

Nature's Choice
Granola Bars

\$1 39
6 pack

Auburn Farms, Fat Free
Jammers Cookies

\$1 59
8 oz

Hansen
Natural
Soda

\$1 89
6 pack
+ CRV

Vera Cruz
Baked

Tortilla Chips... **\$1 19** 7 oz

L & A

Prune Juice... **\$1 29** qt

Nature's Choice

Fruit Bars... **\$1 39** 4 oz

All Purpose

Spike **\$1 19** 3 oz

Seasoning... **\$1 19** 3 oz

Don Peppe

Tri Color

Salad Pasta... **99¢** 16 oz

Enrico's

Pasta Sauce... **\$1 69** 26 oz

Featuring A Wide Variety of Bulk Items!

Roasted & Salted or No Salt
Virginia Peanuts

\$1 69
lb

Chocolate
Raisins

\$1 99
lb

Pitted
Prunes

\$1 69
lb

Black
Beans... **59¢** lb

Millet... **59¢** lb

Barley
Flakes... **39¢** lb

California
Raw
Almonds

\$2 99
lb

Golden
Raisins... **99¢** lb

Double Dipped
Chocolate
Peanuts... **\$2 99** lb

Butter Toffee
Pretzels... **\$2 69** lb

0000000488

Boney's Farmers Market

Boney's Sugar Free
Apple Bran
Muffins

3 \$ 1
FOR

Foster Farms, Fresh
Chicken
Drumsticks

99¢
lb

Brown Cow Farm
Fat Free
Yogurt

2 \$ 1 00
FOR 8 oz Assorted Flavors

Boney's
Kamut
Bread

\$ 1 19
16 oz

Delicious, Fresh Sliced
Charlie's Pride
Roast Beef

\$ 3 99
lb

Bulk Cut
Mild Cheddar
Cheese

\$ 1 99
lb

Mitchell's
Nice & Lean, Sliced
Turkey Ham
(16 oz pkg.)

\$ 2 69
lb

Bulk Cut
Monterey Jack
Cheese

\$ 1 99
lb

KAMUT AN ANCIENT WHEAT

Kamut is thought to have originated in the Nile Valley in Egypt. A large kernel, about two to three times the size of modern wheat, kamut contains higher levels of protein and slightly higher levels of lipids and minerals.

Wheats originated in the fertile crescent sometimes called the cradle of civilization which runs from the Valley of the Nile to the Tigris and Euphrates Rivers. Because this type of wheat produced more and larger kernels, by 4000 BC it had become the chief cereal of the Near East. Using the kamut grain, we bake a wholesome, all natural bread.

Try a loaf of
Kamut Bread
Today!



Delicious, Sliced
Turkey Bologna.. **89¢** lb

Mitchell's, 16 oz. pkg.

Ready to Serve, Sliced **\$ 2 99** ea

Turkey Breast...

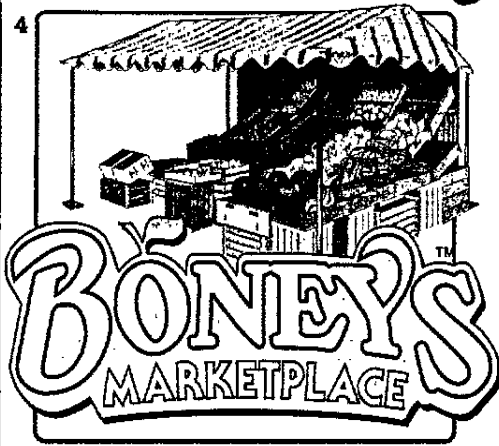
Pecorino Romano **\$ 2 99** lb

Arrowhead Mills

7 Bean & Barley **\$ 1 59** 16 oz

Soup Mix.....

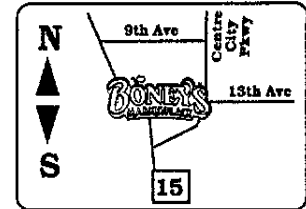
0000000489



ESCONDIDO

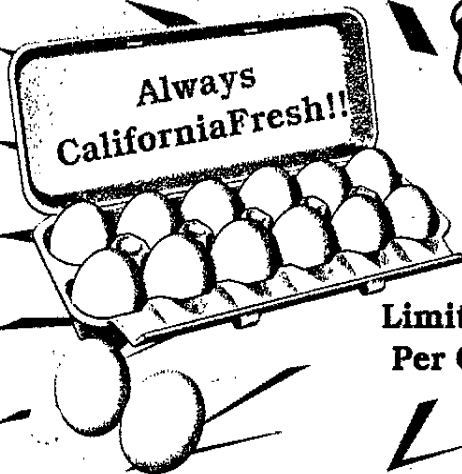
510 W. 13th
745-2141

NEW HOURS!
Daily
8 A.M.-9 P.M.



Prices Effective
May 16 to May 24, 1995

Boney's Farm Fresh PRODUCE



Limit 2 Dozen
Per Customer

BONEY'S
MARKETPLACE
Large

EGGS

59¢

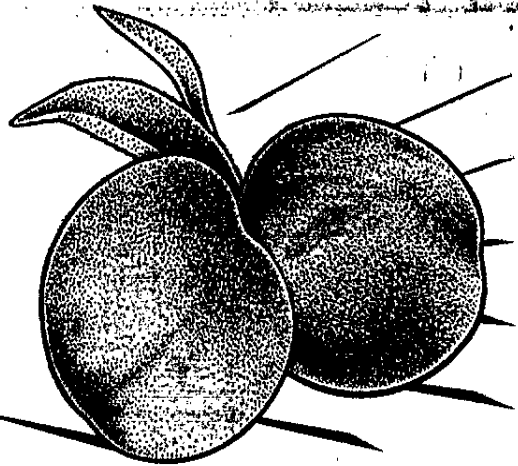
Doz.
AA

New Crop, California

PEACHES

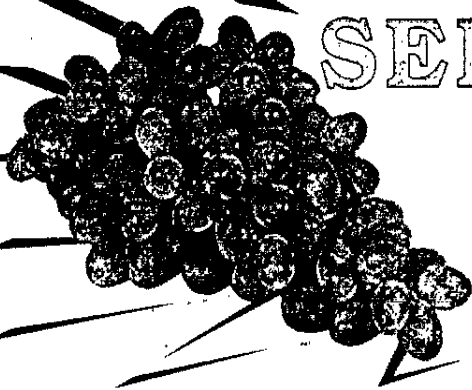
59¢

lb.



California, Green

SEEDLESS GRAPES



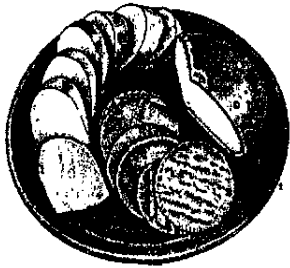
79¢

lb.

0000000549

BAKERY & DELI SAVINGS**DAIRY SPECIALS****BONEY'S**
MARKETPLACE**French Bread**
Fresh Baked Daily!**89¢**
16 Oz.

Bulk

Mild Cheddar**\$1.99**
lb.Sliced
Swiss Cheese **\$2.69**
lb.**BONEY'S**
MARKETPLACE**NEW AT**
EVERYDAY PRICE!**Swiss Milk**

All Gallons

\$2.29
Ea**Swiss Milk**

All 1/2 Gallons

\$1.39
Ea

Homogenized, Lowfat and Nonfat

Swiss Dairy
Sour Cream**89¢**
lb.**PANTRY SPECIALS!**Imported
Monte Regale
Pasta**69¢**
Lb.Albert's
**Strawberry &
Raspberry Spreads**
No Sugar**99¢**
10 Oz.Italia
Pitted
Ripe Olives**69¢**
5.75 Oz.Garden Valley,
Organic Fat Free
Pasta Sauce....**\$1.99**
25 Oz.**BONEY'S**
MARKETPLACE**Oat Bran
Flakes.....****\$1.99**
15 Oz.**LENDBERG****Rice Pudding
Mixes.....****\$1.59**
Quart**W. KNUDSEN**
FAMILYOrganic
Pear Juice.....**\$1.59**
QuartL & A
**Cranberry
Delight.....****\$1.49**
Quart**NATURE'S
CHOICE**Fat Free
Cereal Bars.....**\$1.99**
7.8 Oz.**BONEY'S**
MARKETPLACE**Popcorn****99¢**
6 Oz.

0000000530

BONEY'S THE VITAMIN SUPERSTORE!

20% OFF

SUGGESTED RETAIL



Schiff
Pycnogenol
30 mg

\$8.99
30 Caps

BONEY'S
MARKETPLACE

Iron L-99

\$5.99
60 Caps

Green Foods

FOR

Vibrant Health

Chlorophyll is the unique substance in plants that gives them their green color and allows them to make their own food. Many Americans don't get enough greens in their diet. The current recommendation of the USDA is that we all get at least 3-5 servings of vegetables per day. Supplements containing green concentrates may be a way to add nutrients many of us lack in our diets.

Alfalfa and barley are two cereal grasses rich in nutritional value. Alfalfa is one of our oldest food crops. The roots reach deep into the earth (10-30 feet) to extract nutrients from the soil.

In 10 grams of alfalfa you will find:

- 80,000 I.U. Beta carotene
- 200,000 I.U. vitamin K
- Significant quantities of vitamins D and E

Dried barley grass contains:

- 4 times more vitamin B₁ than wholewheat flour
- 3 times more vitamin C than spinach
- 5 times more iron than liver

Blue-green algae are single-celled organisms that contain chlorophyll and have the ability to make their own food. Chlorella and spirulina are two blue-green algae that are used as foods. Chlorella and spirulina have different nutritional components but they both contain:

- 20 times the chlorophyll of alfalfa
- 2 times the protein of soy

All these green foods contain large quantities of easily assimilable organic mineral salts, including calcium and magnesium. For summer health and vitality these concentrated green foods are a great choice for the active person committed to vibrant health!

Attention: These articles are presented as general information only. They are not in any way a prescription for any specific person or condition. Because persons and circumstances vary, self-treatment can be dangerous. Consult a qualified health practitioner for advice pertaining to any particular person or case.

Advanced Research
L-Carnitine
500 mg

\$27.95
2/60 Caps
Twin Pack

Earthrise **New**
Nutra Greens

\$29.99
7 Oz. Powder

NATURE'S SECRET

Ultimate Green

\$18.99
300 Tabs

BONEY'S
MARKETPLACE

Echinacea-Goldenseal

\$7.99
100 Caps

BONEY'S
MARKETPLACE

Vitamin E 400 I.U.

\$5.99
100 Gelcaps

BONEY'S
MARKETPLACE

Cranberry

\$8.99
100 Caps

BONEY'S
MARKETPLACE

Cayenne

\$2.99
500 mg 100 Caps



KAL
Chromium Picolinate
\$5.99
200 mcg. 90 Liquid Gems

Quintessence
Garlic

\$8.99
250 Caps

NATROL

My Favorite Multiple

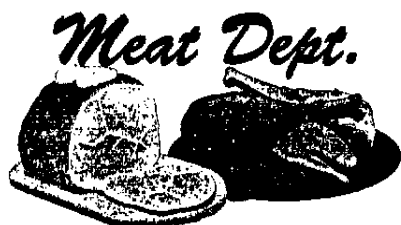
\$11.99
120 Tabs

0000000551



ESCONDIDO, 510 W. 13th
745-2141

Santa Cruz Organic
Apple Juice **\$3.99**
Unfiltered Gallon



Fresh, Value Pack

**Chicken
Drumsticks**

79¢
lb.

Nice & Tender, U.S.D.A. Choice
Boneless

Chuck Roast

\$1.89
lb.

Mitchell's, Lean
Fresh Sliced

**Black Forest
Ham**

\$2.99
lb.

**Boney's Bulk
SAVINGS!!**

Buy as little or as much as you want. We feature
over 250 bulk items. Shopping the bulk bins is the
PERFECT way to get the exact goods you need
while at the same time getting so much more!



Dried
**Honey Papaya &
Honey Pineapple**

\$1.69
lb.

Thompson, Seedless

Raisins
99¢
lb.

10 Bean
Soup Mix..... **99¢**
lb.

Raw, Hulled
Sunflower Seeds. **99¢**
lb.

Pitted
Dates..... **\$1.99**
lb.

BONEY'S
Party Snack Mix **\$1.89**
lb.

California, Shelled

Walnuts
\$2.99
lb.

California, Roasted & Salted

Pistachios
\$2.79
lb.

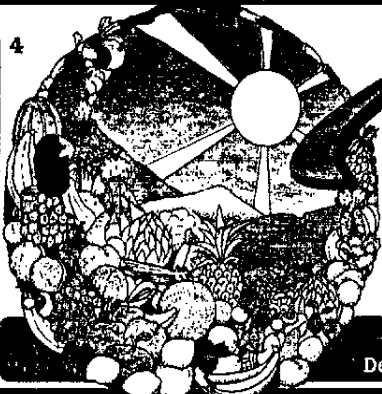
BONEY'S COUPON

20% OFF

ANY BULK
CANDY PURCHASE
Chocolate, Yogurt, Carob,
Gummies, Jelly Beans, Etc.

Limit 10 LBS Per Customer • Boney's Escondido Only • Offer Expires 5/25/95

0000000552



Steve and Debi Boney
Welcome You to...

Boney's

MARKETPLACE

Prices Effective
Dec. 9 to Dec. 17, 1997

Boney's

MARKETPLACE

ESCONDIDO



HOURS! DAILY
8 A.M.-9 P.M.

510 W. 13th
760 745-2141

ITALIAN SQUASH



Garden
Fresh

19

¢

lb.



Tropical Grown

PINEAPPLE



2

\$1

For

Snow White

CAULIFLOWER



2

\$1

For

RED SEED LESS GRAPES



California

79

¢

lb.



New Crop

FUJI APPLES



2

\$1

lbs

Best of the Pear Family

COMICE PEARS



2

\$1

lbs



EGGS
\$1.19
Doz. AA

Bulk Cut
COLBY CHEESE
\$1.99 lb.

Bulk Cut
CREAM CHEESE
\$1.49 lb.

Sliced
SWISS CHEESE
\$2.69 lb.



Try our
Sprouted Breads
baked fresh
everyday!
Always Healthy
& Delicious!

Boney's
Fresh Baked
APPLE PIES 2 \$5 For 5

Boney's
SPROUTED 7 GRAIN BREAD \$1.99 24 Oz.

Boney's
"Great for Toasting"
CINNAMON RAISIN BREAD \$1.99 24 Oz.

Imported, LOLA
Stuffed
QUEEN OLIVES
\$1.99 10 Oz.

Imported, CELIO
EXTRA VIRGIN
OLIVE OIL
\$3.99 Liter

Health Valley
FAT FREE SOUPS
All Varieties 99¢ 15 Oz.

Miller's
Clover Honey.... \$1.69 12 Oz.

L & A
Apple-Boysenberry
Juice..... \$1.49 Quart

KETTIE
Natural
Potato Chips..... \$1.19 5 Oz.

AFTER THE FALL
NATURAL SODA
6 Flavors, 6 Packs, 12 Oz. + CRV
2 \$3 For 3

Health Valley
Fat Free
Crackers..... 99¢ 6 Oz.

R.W. KNUDSEN
Just Cranberry
Juice..... \$3.99 Quart

R.W. KNUDSEN
Organic
Apple Butter..... \$1.99 16 Oz.

CELESTIAL SEASONINGS
TEAS
Chamomile,
Sleepytime,
Tension Tamer,
Peppermint \$1.69 24 Bags

Santa Cruz
Organic
APPLE SAUCES
\$1.69 24 Oz.

MAIR GLEN
Organic
TOMATOES
All Varieties \$1.19 28 Oz.



BULK BUYS!

Buy as little or as much as you want. We feature over 250 bulk items. Shopping the bulk bins is the **PERFECT** way to get the exact goods you need while at the same time getting so much more!

Raw Spanish Peanuts.. **\$1.49** lb.

Black Mission Figs..... **\$1.99** lb.

Date Nut Rolls..... **\$2.69** lb.

Honey Dates..... **\$1.69** lb.

SHELLED PECANS

\$3.99 lb.

California RAW ALMONDS

\$2.99 lb.

Shelled, Roasted & Salted Mixed Nuts..... **\$2.99** lb.

Shelled Filberts..... **\$3.69** lb.

Shelled Brazil Nuts..... **\$3.69** lb.

Shelled, California WALNUTS

\$2.99 lb.
Halves & Pieces

Coachella Valley, Large MEDJOL DATES

\$2.99 lb.

California Roasted & Salted PISTACHIOS

\$2.99 lb.

Raw Cashew Pieces..... **\$2.99** lb.

10 Bean Soup Mix..... **99¢** lb.

Oat Bran..... **59¢** lb.

Old Fashioned ROLLED OATS

\$3.11 lbs.

BUTTER TOFFEE PEANUTS

\$1.69 lb.

LUNDBERG BROWN RICE

\$3.11 lbs. Long & Short Grain

Hormone Free

HARRIS RANCH

Hormone Free

The Perfect Pot Roast, Full of Flavor

CROSS RIB/ SHOULDER CLOD ROAST

\$1.89 lb.



Fresh Made, Lean & Healthy

TURKEY ITALIAN SAUSAGE

\$1.89 lb.
Sweet or Hot

Star B Ranch
Lean & Healthy, All Natural
Farm Raised American Bison

BUFFALO

Ground 16 Oz. Chub | Ground Patties 16 Oz. Pkg.

\$3.99 each | **\$3.99** each

This year for the holidays we will feature Foster Farms and Shelton Turkeys, along with a complete variety of holiday items such as Geese, Game Hens, Duck, Rib Roast, and Pork Roast.

Call your order in by December 22nd for Christmas and by December 29th for New Year's • Call 760-745-2141.

YOUR VITAMIN SUPERSTORE!

HEALTHY READING

Dr. Bobb's Book Review

The search for nutritional knowledge is a never-ending challenge. What we believe to be true today regarding a specific topic in nutrition may be proven to be false tomorrow. New books are published and new theories are proposed almost daily in this ever-expanding and progressing field of study. As a professional in the field of nutrition and healthcare I have to constantly research to stay on top of all the new products that come on the market. For consumers, this task is almost impossible. Consumers have to rely on what they have been told or what they have read in a book. So, the logical question is "what books can I read that are easy to understand and contain reliable information?" There are several new books on the market that I highly recommend that are written in easy to understand language, contain reliable information and are affordably priced.

"Prescription for Nutritional Healing: A-to-Z Guide to Supplements."

Written by James F. Balch, M.D.
and Phyllis A. Balch, C.N.C.

Suggested retail: \$6.95 Boney's Sale price: \$4.99

This book is not intended to be a professional's reference guide to supplements but rather an easy to understand consumer's guide to currently available supplements and herbs. The book accomplishes this goal quite adequately. I highly recommend this very affordable pocket reference for consumers. The Balch's have followed their highly successful, million-copy bestseller "Prescription for Nutritional Healing" with another winner.

"What Your Doctor May Not Tell You About Menopause."

Written By John Lee, M.D.

Suggested retail: \$12.99 Boney's sale price: \$9.99

This is an excellent new book on alternatives to estrogen therapy for menopause. It covers natural progesterone, wild yam and other herbal alternatives.

"Herbal Defense"

Written by Robyn Landis with Karta Purkh Singh Khalsa
Retail: \$14.99

Rarely do I get excited about a new herb book because I have read so many in my career but this is one of the best books on herbs for immunity and general health to come along in quite a while. I am really impressed with this book.

"The Nutrition Almanac Fourth Edition"

Written by Gayla Kirschman and John D. Kirschman.

Suggested retail: \$16.95 Boney's sale price: \$12.99

The second edition of this book published in 1973 was the first book I ever read on nutrition and nutritional supplements. I still have the dirt-brown dog-eared second edition in my library. If you are looking for a concise, thoroughly researched nutritional reference book, the fourth edition of "The Nutritional Almanac" is the one for you.

FREE SEMINAR

HOMEOPATHY TODAY

with Sue Bennett

Thursday, Dec. 11 • 6:00 p.m.

"Door Prizes"

SAVE • BONEY'S BEST BUY • SAVE

Boney's
SIBERIAN
GINSENG 450 mg.

\$4.49
100 Caps

SAVE • BONEY'S BEST BUY • SAVE

Solaray's
B-COMPLEX 50
\$6.99 100 Caps

Boney's
B-12
Sublingual
\$3.99 50 Tabs

Boney's **FLAXSEED OIL CAPS**
\$4.99 60 Caps **TWO SIZES** **\$8.99** 120 Caps

NOW **\$28.99** 100 Caps
Joint Support....

Solaray's 460 mg. **\$7.99** 100 Caps
Echinacea.....

Schiff, "1200" **\$4.99** 60 Softgels
Super Calcium.

Enzymatic Therapy **\$9.99** 30 Tabs
Garlinase 4000 mcg

Quintessence
500 mg

GARLIC
\$8.99 250 Caps
Jumbo Bottle



HERBAL
MOISTURE
LOTION

\$6.99 18 oz. + 18 oz.
Twin Pack

Boney's
BIO-C-CAPS
Plus Free Be-Well
\$9.99 100 Caps, 130 Tabs



ACCOUNTING
300 South Pierce, Suite 201
El Cajon, CA 92020
619/588-2411

November 8, 1989

Mr. Steve Boney
1105 Alameda Blvd.
Coronado, Ca. 92118

Dear Steve,

In response to your phone call last Tuesday night, I am writing this letter to clarify my position on distributing bread from the Hillcrest Store. As you indicated on the phone, I have agreed not to distribute any bread whose recipe you might "own". I agreed to that because you felt so strongly that those breads gave you an advantage over the other stores, and you felt that you purchased those recipes along with the Escondido store. I still plan to honor that agreement, because I appreciate you allowing my baker to train for a few weeks at Escondido, and that was our agreement.

As I have indicated to you on the numerous occasions we have discussed this matter, I feel that there is more "advantage" to all of us, including Escondido, to promote those breads chain wide. Furthermore, I was planning to get an agreement from the other Boney's stores that you owned all rights to those bread recipes and get your approval prior to any distribution of those breads. This agreement could be important in protecting your "recipes" because, as I have indicated to you before, I had the recipes offered to me from Norm and the assistant head baker at Greentree.

At this time, I plan to change any recipes that may create future problems with our "agreement". As you know Mike, the Hillcrest Baker, came from Gustaf Anders Bakery, and has numerous recipes that he has used in the past. He also has access to numerous other recipes that are available in the industry and may be suitable to our needs. I would prefer to use your "tried and true" recipes, but over time, I feel confident that we will be able to develop breads with good customer appeal.

EL CAJON
152 N. Second Street
El Cajon, CA 92021
619/579-1062

VISTA
705 E. Vista Way
Vista, CA 92083
619/758-7175

COLLEGE
6091 University Ave.
San Diego, CA 92115
619/582-4343

PACIFIC BEACH
1260 Garnet Ave
San Diego, CA 92109
619/270-8200

ESCONDIDO
510 West 13th Street
Escondido, CA 92025
619/745-2141

HILLCREST
734 University Ave
San Diego, CA 92103
619-295-4569

EXHIBIT 38

PAGE 1

Steve Boney

Page 2

November 7, 1989

I would also like to remind you of our agreement for the use of the Boney's tradename. As you know, Boney's Services, Ltd. has the right to use of tradename, and we agreed that you could use the tradename outside of San Diego County. Because of the ongoing problems we have in getting along, and the operational problems you have had with your two new stores, which reflects negatively on the tradename in the industry, I feel that you should use a new tradename for any future stores. Hopefully, that will help minimize the risk of any potential new problems for the tradename, or between us.

Additionally, effective the first week in January, I plan to implement the previously discussed Cooperative Advertising Agreement (copy enclosed) between all the San Diego stores. For a lasting relationship between all the stores, it is important that we have a written agreement that fairly and clearly sets forth the agreement between all of the stores.

I hope you find the above satisfactory, because neither of us needs any more problems at this time. And, as you indicated on the phone, the bakery is a "pennies problem", not worthy of creating problems between us.

Sincerely,
Boney's Services, Ltd.



Stanley A. Boney,
Partner

SAB/ss
cc: Scott Boney
Enclosure